

12-23-2003

Form PTO-1594
1-31-92

RE

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102631017

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Source Communications Holding, Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: PR Newswire Association, Inc.
 Internal Address: _____
 Street Address: 810 Seventh Avenue
 City: New York State: NY ZIP: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: June 27, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)
1868741

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Meredith Schorr
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Meredith Schorr Meredith Schorr 12/17/03
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SOURCE COMMUNICATIONS HOLDING, INC.
INTO
PR NEWSWIRE ASSOCIATION, INC.**

The undersigned Delaware corporation, acting pursuant to Section 253 of the Delaware General Corporation Law ("DGCL"), as amended from time to time,

DOES HEREBY CERTIFY:

FIRST: That the Corporation is incorporated pursuant to the DGCL.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Source Communications Holding, Inc., a Delaware corporation ("Source Communications").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 27th day of June, 2002, determined to merge into itself Source Communications, effective at 11:59 p.m. on June 29, 2002, on the conditions set forth in such resolutions:

WHEREAS, the Board has reviewed and discussed the proposed terms of the Agreement and Plan of Merger (the "Merger Agreement") by and among the Corporation and Source Communications whereby Source Communications will, effective June 29, 2002, be merged with and into the Corporation with the Corporation surviving (the "Merger");

WHEREAS, the Board has reviewed and discussed the information provided by management and its legal and accounting advisors, and considered the recommendations of management and the advice of such advisors concerning the Merger Agreement and the transactions contemplated thereby, including, without limitation, the Merger;

WHEREAS, the Board has considered such other information as it considered relevant, including the advantages and disadvantages of the Merger;

WHEREAS, the Board believes that the execution, delivery, and performance of the Merger Agreement and the transactions contemplated thereby are advisable and in the best interests of the Corporation; and

WHEREAS, the Merger Agreement is intended to qualify as an agreement and plan of liquidation under section 332 of the United States Internal Revenue Code of 1986, as amended.

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NOW, THEREFORE, be it

RESOLVED, that the form, terms, and provisions of the Merger Agreement and the transactions contemplated thereby are advisable and in the best interest of the Corporation and hereby are approved, and that the Chairman and President or the Treasurer and Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to negotiate, execute and deliver the Merger Agreement, with such changes, amendments and additions thereto as the officer executing the same shall approve, such approval to be conclusively evidenced by such execution and delivery of the Merger Agreement; and it is further

RESOLVED, that each of the officers of the Corporation be, and each of them severally is, hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute, certify, file, and record any such additional agreements, notices, documents, certificates, and all such other instruments as they deem appropriate and to take all such further action as they may deem necessary, appropriate, convenient, or desirable to carry out and effectuate the intent and purposes of the foregoing resolutions, including but not limited to, obtaining consents, waivers, authorizations, licenses, or other permissions from any person or entity, whether or not mentioned herein, and the taking of such actions to be conclusively evidenced hereby; and it is further

RESOLVED, that any and all actions which have heretofore been taken by any of the officers of the Corporation to carry out the foregoing resolutions are hereby ratified, confirmed and approved; and it is further

RESOLVED, that this Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument; and it is


FURTHER RESOLVED, that the Chairman and President or the Treasurer and Secretary be, and each of them hereby is authorized and empowered, to certify to the adoption and deliver true copies of the foregoing resolutions.

[signature page to follow]


IN WITNESS WHEREOF, said PR Newswire Association, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Charles H. Merin, its authorized President and Chief Executive Officer, and attested by Sherri Felt Draffeld, its Vice President, General Counsel and Secretary, this 27th day of June, 2002.

CORPORATE SEAL

PR NEWSWIRE ASSOCIATION, INC.,
a Delaware corporation


By: Charles H. Merin
Its: President and Chief Executive Officer

ATTEST:


By: Sherri Felt Draffeld
Its: Vice President, General Counsel, and
Secretary

Delaware

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The First State

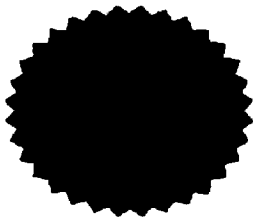
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SOURCE COMMUNICATIONS HOLDING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PR NEWSWIRE ASSOCIATION, INC." UNDER THE NAME OF "PR NEWSWIRE ASSOCIATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002, AT 9:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF JUNE, A.D. 2002, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1859763

020421939

DATE: 06-28-02

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CSC

RECORDED: 12/17/2003

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